

GENPACT LIMITED
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purposes

The Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Genpact Limited (the “**Company**”) shall provide assistance to the Board in fulfilling its responsibility to the Company and to its shareholders, potential shareholders, the investment community and other stakeholders by:

- (i) Making recommendations as to the size, composition, structure, operations, performance and effectiveness of the Board;
- (ii) Establishing criteria and qualifications for membership on the Board and its committees;
- (iii) Recommending to the Board corporate governance guidelines applicable to the Company;
- (iv) Identifying, assessing and recommending to the Board strong and capable candidates who have the background, skills and expertise necessary to make a significant contribution to the Board, the Company and its shareholders and are qualified to serve on the Board and its committees;
- (v) Developing and recommending to the Board a set of corporate governance principles, including independence standards;
- (vi) Conducting an annual review and evaluation of the Company’s chief executive officer (the “**CEO**”), the Board and the Board committees;
- (vii) Overseeing the evaluation of the Board;
- (viii) Overseeing the succession plans for the Company’s CEO and senior management; and
- (ix) Otherwise taking a leadership role in shaping the corporate governance of the Company.

The Committee will fulfill these responsibilities primarily by carrying out the activities enumerated in section IV of this Charter.

II. Composition

The Committee shall be composed of three or more directors as determined by the Board. All members of the Committee will be “independent” in accordance with the rules of the New York Stock Exchange (the “**NYSE**”) and applicable legal requirements.

The members of the Committee shall be appointed by the Board, upon the recommendation of the Committee, and shall serve until their successors shall be duly elected and qualified. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of its membership. The Chairperson shall be entitled to cast a vote to resolve any ties. The Chairperson will chair all regular sessions of the Committee and will, with input from other members of the Committee and, where appropriate, management, set the agenda for the Committee meetings.

III. Meetings and Operations

The Committee shall meet at least two times per year, and additionally as circumstances dictate. Meetings of the Committee shall be at such times and places as determined by the Committee Chairperson and may be held in person or telephonically. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall also meet as needed with the CEO and such other executive officers and others within the Company as it determines appropriate to fulfilling its responsibilities hereunder. A majority of the members present shall constitute a quorum and a majority of the members present shall decide any matter brought before the Committee.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees.

Except as expressly provided in this Charter, the Company's bye-laws or the Company's Corporate Governance Guidelines, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

IV. Responsibilities and Duties

The following responsibilities and duties shall serve as a guide for the Committee as it fulfills the purposes outlined in section I of this Charter. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board related to the purposes of the Committee outlined in section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate, or authorize investigations of, any matter of interest or concern that it deems appropriate. The Committee shall have the sole authority to retain outside counsel

or other experts for this purpose (which may be the regular advisors to the Company), including the authority to approve, and to cause the Company to pay, the fees payable to such counsel or experts and any other terms of retention without further action of the Board. In addition, the Committee shall have authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms, including the authority to approve, and cause the Company to pay, the fees payable to such search firm engaged by the Committee without further action of the Board.

To fulfill its responsibilities and duties, the Committee shall:

(i) Board Composition, Membership and Evaluation

(A) Make recommendations regarding the size and composition of the Board, addressing, without limitation:

- (1) the absolute numbers of Board members;
- (2) the balance between inside (*i.e.*, employee), external and independent directors;
- (3) any expertise desired by the Board in light of changing business, legislative, regulatory, legal or other conditions; and
- (4) the committee structure.

(B) Except where the Company is legally required by contract, bye-law or otherwise to provide third parties with the ability to nominate directors, identify individuals believed to be qualified candidates for Board membership consistent with criteria approved by the Board. This process shall include, but is not limited to:

- (1) determining the desired qualifications and criteria for Board members, including skills, experience, qualities, desired diversity and the like, and reviewing such qualifications and criteria with the Board annually;
- (2) recommending to the Board definitions of "independence" and "conflicts of interest" for Board members, as well as guidance on time commitments and other directorships;
- (3) overseeing due diligence as to candidates for nomination or re-nomination as Board members;
- (4) reviewing shareholder proposals relating to nominating matters and recommending to the Board the Company's response to such proposals, including reviewing and evaluating information available to it regarding candidates proposed by shareholders and applying the same

criteria and following substantially the same process in considering them as it does in considering other candidates; and

(5) recommending to the Board proposed nominees for election to the Board by the shareholders at the annual meeting, including an annual review as to the renominations of incumbents and proposed nominees for election by the Board to fill vacancies that occur between shareholder meetings.

(C) Conduct an annual evaluation of the overall effectiveness of the Board. This evaluation (and resulting recommendations) shall address, but is not limited to:

(1) the Board's structure, leadership structure and composition;

(2) the Board's independence, commitment and accountability;

(3) the Board's compensation;

(4) the Board's involvement in setting the Company's strategy and monitoring its execution;

(5) the Board's oversight of management and monitoring of management succession planning;

(6) the Board's focus on the most critical issues and risks;

(7) the clarity between the roles of the Board and management;

(8) the adequacy of access to information, employees and experts in a timely manner; and

(9) the appropriateness of each of the committee Charters and the functioning of the committees with respect to those Charters.

(D) Conduct an annual review of the independence of each director under the applicable independence requirements of the NYSE and any applicable legal requirements, and present findings and recommendations to the Board.

(E) Review each director's continuation on the Board at least once every five years, as an alternative to director term limits.

(ii) Committee Selection and Composition

(A) Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the Charter for such committee, as well as to any other factors the

Committee deems relevant and, where appropriate, make recommendations regarding the removal or resignation of any member of any committee;

(B) Recommend members of the Board to serve as the Chairs of committees of the Board;

(C) Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, as well as the qualifications and criteria for membership on each such committee and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee; and

(D) As may be appropriate, make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

(iii) Corporate Governance

(A) Review and recommend any appropriate changes to the Company's organizational documents;

(B) Develop and recommend to the Board a set of corporate governance guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to review and reassess the adequacy of the corporate governance guidelines from time to time and to make recommendations for any proposed changes to the Board in light of such developments as may be appropriate;

(C) Develop and recommend to the Board a set of standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence;

(D) Review shareholder proposals relating to corporate governance matters and recommending to the Board the Company's response to such proposals; and

(E) Develop, recommend and oversee an annual self-assessment process of the Board, each director and each Board committee to review areas in which the Board and/or the Company's management believe improvements could be made to increase the effectiveness of the Board, including determining the nature of the evaluation and preparing an assessment of the Board's performance to be discussed with the Board.

(iv) Continuity/Succession Planning Process

(A) Oversee the development and implementation of an effective orientation program for new members of the Board;

(B) Oversee the evaluation of senior management, including any succession plans;

(C) Conduct the annual review of the CEO;

(D) Ensure that an effective CEO succession plan is in place;

(E) Assess and recommend to the Board a successor to the CEO in the event of a vacancy of the position, unless the Board designates another committee for this purpose; and

(F) Review and recommend to the Board director retirement policies.

(v) Criteria

The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by shareholders.

(vi) Reporting

(A) Report regularly to the Board following meetings of the Committee and periodically with respect to such other matters as are relevant to the Committee's discharge of its responsibilities;

(B) Report recommendations and nominations as the Committee may deem appropriate; and

(C) Maintain minutes or other records of meetings and activities of the Committee.

V. Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Board shall also issue an annual evaluation of the Committee's performance.